

State of New Hampshire

APPLICATION FOR CERTIFICATE OF AUTHORITY - FOR PROFIT FOREIGN CORPORATION NOTES FOR COMPLETING FORM 40 (RSA 293-A:15.03)

Article First: The **EXACT** name of the corporation as registered with the state of incorporation's secretary of state. The name must match exactly as on record **including punctuation** wherever it appears on the Form 40/SRA Addendum application. (Please reference your certificate of good standing/existence).

Article Second: To be completed **only if** the Corporation's name has been deemed unavailable by the New Hampshire Secretary of State **or** in the case where a corporate designation must be used. If the name of the corporation does not contain the word "Corporation", "Incorporated" or "Limited" or an abbreviation thereof, list the name of the corporation with the word or abbreviation which it elects to add thereto for use in New Hampshire in this article only.

Article Third: The state of incorporation or country (if outside the U.S.) must be listed.

Article Fourth: The exact date of Incorporation with the corporation's state of domicile's Secretary of State. This must be a month/day/year date. The period of duration is to be listed. If there is none then it must be listed as "perpetual" or "ongoing".

Article Fifth: The complete address of its principal office. This must be a street address, city, state and zip code; post office box, if any, may be included. All mail will be directed to this address unless otherwise specified.

Article Sixth: The name of its registered agent in New Hampshire and the complete address including zip code and post office box, if any, of its registered office in New Hampshire. The registered agent can be either an individual, who is a resident of New Hampshire or a corporation that is registered to do business in New Hampshire and is in good standing. The registered agent is responsible for receiving any legal document on behalf of the corporation. **Your application will not be processed without an agent named or if an out of state address is listed.** Please refer to RSA 293 A:15.07, Registered Office and Registered Agent of Foreign Corporations for further explanation.

Article Seventh: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B). **Form SRA must be completed and submitted with the Form 40;** refer to the Instructions for Form SRA – Addendum to Business Organization and Registration Forms for completion.

Article Eighth: We ask for a short description of services. This is not required by statute but may be helpful in determining the availability of the corporation's name.

Article Ninth: Please list the names and addresses of **all** of the current officers and directors; use an additional sheet if necessary. If the laws in your state of incorporation do not require directors, please indicate in the space provided for the directors "none required by law".

Application Signatures: The forms must be signed by the chairman of the board of directors, president or another officer; or see RSA 293-A:1.20(f) for alternative signatures. The signature **MUST** be an **original signature**. A stamped, photocopied or computer generated signature **will not be accepted**.

An ORIGINAL certificate of legal existence or good standing from the secretary of state or other official having custody of corporate records in the corporation's state of domicile must accompany this application. (Photocopies or fax copies will not be accepted.) The certificate must be duly authenticated within 60 days of the filing of this application by the proper officer of the state or country under the laws of which the corporation is organized. (A certificate of good standing regarding taxes from a state department of revenue administration **is not** acceptable.)

Please call the Corporation Division (603-271-3244) with any questions you may have regarding this application.

Mail fees, **DATED & SIGNED ORIGINAL, ORIGINAL CERTIFICATE OF LEGAL EXISTENCE OR GOOD STANDING ISSUED BY THE STATE OR COUNTRY OF INCORPORATION AND FORM SRA** to: Corporate Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.

State of New Hampshire

Filing fee: \$50.00

Fee for Form SRA: \$50.00

Total fees \$100.00

Use black print or type.

Form must be single-sided on 8½" x 11" paper;
double sided copies will not be accepted.

Form 40

RSA 293-A:15.03

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR PROFIT FOREIGN CORPORATION

TO THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION HEREBY APPLIES FOR A CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN NEW HAMPSHIRE AND FOR THAT PURPOSE SUBMITS THE FOLLOWING STATEMENT:

FIRST: The name of the corporation is _____
_____.

SECOND: The name which it elects to use in New Hampshire is _____
_____.

THIRD: It is incorporated under the laws of _____.

FOURTH: The date of its incorporation is _____ and
the period of its duration is _____.

FIFTH: The complete address (including zip code and post office box, if any) of its principal office is _____
_____.

SIXTH: The name of its registered agent **IN NEW HAMPSHIRE** is _____
_____ and the complete address (including zip code
and post office box, if any) of its registered office **IN NEW HAMPSHIRE** is (agent's business address)

_____.

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

EIGHTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are _____

_____.

NINTH: The names and usual business addresses of its current officers and directors are: (If there are additional officers or directors, attach additional sheet OR if the laws of the state of incorporation do not require directors, indicate below.)

NameTitleAddress**OFFICERS**

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

DIRECTORS

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

By _____

Signature of its _____

Print or type name

Date signed: _____

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, DATED & SIGNED ORIGINAL, ORIGINAL CERTIFICATE OF LEGAL EXISTENCE OR GOOD STANDING ISSUED BY THE STATE OR COUNTRY OF INCORPORATION AND FORM SRA to: Corporate Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.

Form SRA – Addendum to Business Organization and Registration Forms

Statement of Compliance with New Hampshire Securities Laws

Part I – Business Identification and Contact Information

Business Name: _____

Business Address (include city, state, zip): _____

Telephone Number: _____ E-mail: _____

Contact Person: _____

Contact Person Address (if different): _____

Part II – Check ONE of the following items in Part II. If more than one item is checked, the form will be rejected.
[**PLEASE NOTE:** Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below.
However, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. _____ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
 - A) This business has **10 or fewer owners**; and
 - B) Advertising **relating to the sale of ownership interests** has not been circulated; and
 - C) Sales of ownership interests – if any – will be **completed within 60 days** of the formation of this business.
2. _____ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.
3. _____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.
4. _____ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check ONE of the following items in Part III:

1. _____ This business **is not being** formed in New Hampshire.
2. _____ This business **is** being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): _____ Signature: _____

Date signed: _____

Name (print): _____ Signature: _____

Date signed: _____

Name (print): _____ Signature: _____

Date signed: _____

Instructions for
Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws

This form is required for all businesses being formed or registering in the state of New Hampshire. New Hampshire law requires that before your application for business registration is accepted, you must provide a statement that your business has complied with the state's securities law. A security is an ownership interest in a business. For example, a share of stock is a security and so is an interest in a limited liability company or a limited partnership. So, for example, if you and your wife own the sole interests in a limited liability company, those interests are securities. Generally, a business that issues securities in New Hampshire must either register the securities with the New Hampshire Bureau of Securities Regulation or claim a valid exemption. There are several exemptions from the requirement to register securities. The most common exemption is the exemption described in Part II, Item 1.

Please read the following instructions for each part of Form SRA. These instructions will help you to provide accurate responses.

Part I: Please provide the complete business name and address, including number, street, city, state and zip code. The name of the business must exactly match the name that is on the business formation or registration document being submitted with the Form SRA. In addition, please provide the business's telephone number, e-mail address (if any), a contact person's name and the contact person's full address if different from the business address.

Part II: One item in Part II must be checked. Check only **ONE** item in this part.

1. Your business is qualified for the exemption from registration in Item 1 if it meets ***ALL*** of the requirement listed in A), B), and C) below:
 - A) The business has 10 or fewer owners. So, for example, if you and your wife are forming a limited liability company and there are no other owners, you meet this requirement for an exemption; AND
 - B) Advertising relating to the sale of ownership interests in your business has not been circulated. Please note that this requirement asks whether you have circulated advertising ***related to the offer or sale of ownership interests***. This requirement does not address advertising related to the sale of your products or services. So, for example, if you advertise that you are selling shares of stock in your corporation, then you do not meet this requirement and cannot claim the exemption; AND
 - C) Sales of ownership interests – if any – will be completed within 60 days of the formation of the business. If you do not intend to sell any further ownership interests in your business, then you meet this requirement for an exemption. If you intend to sell more ownership interests in your business and will complete all sales within 60 days, then you meet this requirement. However, if the sale of any ownership interests will occur after 60 days of the formation of the business, you do not meet this requirement and cannot claim the exemption.

If you meet all of these requirements, you may then check off Item 1 and claim this exemption.

2. If you can claim a different registration exemption from the one listed in Item 1 or if you are offering federal covered securities that only require a notice filing in New Hampshire, you should check Item 2. In addition, you must cite the statute for the exemption which you are claiming or for the type of notice filing you are making.

3. If a New Hampshire business or a business formed in a state other than New Hampshire intends to offer ownership interests for sale and is not subject to any exemption from registration, the securities must be registered with the Bureau of Securities Regulation. If this is the case, you should check Item 3. In addition, you should provide us with the date that you registered the securities or that you intend to register the securities.
4. If your business was formed in a state other than New Hampshire and you will not offer or sell ownership interests in New Hampshire, you should check Item 4. Your securities do not need to be registered nor do you need to seek an exemption from registration.

Part III: One item in Part III must be checked. Check only **ONE** item in this part.

1. If your business was ***not*** formed in New Hampshire, then you should check this item.
2. If your business was formed in New Hampshire, then you should check this item.

Part IV: This is a statement certifying the accuracy of all the information contained in the Form SRA. Part IV must be signed. Please note that we cannot accept photocopied signatures for this filing. All signatures must be original. Also, please make note of all individuals who must sign this document:

- 1) ***ALL*** of the incorporators of ***a corporation to be formed***; OR
- 2) ***ONE*** executive officer of ***an existing corporation***; OR
- 3) ***ALL*** of the general partners or intended general partners of ***a limited partnership***; OR
- 4) ***ONE or MORE*** authorized members or managers of ***a limited liability company***; OR
- 5) ***ONE or MORE*** authorized partners of ***a registered limited liability partnership*** or ***foreign registered limited liability partnership***.